

**ORGANIZATIONAL RESOLUTION  
OF THE DOWNTOWN DEVELOPMENT AUTHORITY OF THE CITY OF  
PEACHTREE CORNERS**

**WHEREAS**, the Mayor and City Council of the City of Peachtree Corners, Georgia activated the Downtown Development Authority of the City of Peachtree Corners (the "Authority") pursuant to a resolution adopted on April 9, 2013; and

**WHEREAS**, the Authority desires to take certain actions in connection with its activation; and

**NOW THEREFORE, BE IT RESOLVED** by the Downtown Development Authority of the City of Peachtree Corners, and it is hereby resolved by the same, that Dan Graveline is hereby appointed as the Chairman, Bob Saville is hereby appointed as the Vice Chairman, and Diana Wheeler is hereby appointed as the Secretary and Treasurer.

**BE IT FURTHER RESOLVED** that the seal presented at this meeting is hereby adopted as the seal of the Authority.

**BE IT FURTHER RESOLVED** that the Bylaws attached hereto as Exhibit A are hereby adopted as the Bylaws of the Authority.

**ADOPTED AND APPROVED** this 6<sup>th</sup> day of May, 2013.

DOWNTOWN DEVELOPMENT  
AUTHORITY OF THE CITY OF  
PEACHTREE CORNERS

  
Chairman

(SEAL)

Attest:

  
Secretary

**EXHIBIT A**

**BYLAWS**

**BY-LAWS  
OF  
THE DOWNTOWN DEVELOPMENT AUTHORITY  
OF THE CITY OF PEACHTREE CORNERS**

**ARTICLE I  
MEMBERS**

Section 1.1. Management Powers, Number, Qualifications and Term. The property, affairs, and business of the Downtown Development Authority of the City of Peachtree Corners (the "Authority") shall be managed by its directors (the "Directors"), who shall consist of seven (7) persons, appointed as provided by Section 4 of the Downtown Development Authority Law (O.C.G.A. § 36-42-4). The qualifications of the Directors shall be as provided by law. Each director shall serve for the length of time provided by law.

Section 1.2. Powers. The Directors shall have such power and authority as is conferred upon them by the Downtown Development Authority Law (O.C.G.A. § 36-42-1 *et seq.*), as the same now exists or may hereafter be amended, and such other power and authority as may be contained under the Constitution and Laws of the State of Georgia as the same may now or hereafter exist.

Section 1.3. Regular Meetings. Regular meetings of the Authority (other than the annual meetings) shall be held at such time and place, upon at least seven (7) days' notice, unless cancelled or modified by the Chairman with consent of a majority of the Directors. Meetings of the Authority shall be held in accordance with a regular schedule that may be fixed by resolution of the Authority, but nothing in this subsection shall preclude the Authority from canceling or postponing any regular meeting. Whenever a meeting is to be held at a time other than that regularly scheduled, the Authority shall give "due notice" of such meeting as required by Section 1 of the Georgia Open Meetings Act (O.C.G.A. § 50-14-1).

Section 1.4. Special Meetings. Special meetings may be held upon the call of the Chairman, Vice-Chairman, Secretary/Treasurer, or any two Directors at such time and at such place within the City of Peachtree Corners, Georgia as shall be specified in the notice of such meeting. Notice of special meetings shall be given to the public as required by Section 1 of the Georgia Open Meetings Act (O.C.G.A. § 50-14-1). Notice to Directors shall be delivered in a manner so as to provide at least 24 hours advance notice of the special meeting. Electronic notice, such as e-mail and web publishing, shall be deemed an acceptable form of notice, unless a director declines in writing to receive electronic notice. Unless specified otherwise, any notice hereinafter called for in these by-laws shall be given as specified in this section.

No notice of any meeting need be given any director who attends such meeting unless such director attending at the beginning of such meeting states an objection to the place and time of the meeting, to the manner in which it has been called or convened, or to the transaction of business.

No notice shall be required to be given any director who at any time before or after the meeting waives notice of the meeting in writing.

Section 1.5. Quorum. A majority of the Directors at a meeting duly assembled shall constitute a quorum for the transaction of business. Unless otherwise specifically required by law or these by-laws, the act of a majority of such Directors present at a meeting at which a quorum is present shall be the act of the Authority. If at any meeting of the Authority there shall be less than a quorum, a majority of those present may adjourn the meeting without further notice, until a quorum shall have been obtained.

Section 1.6. Parliamentary Procedures. In case of dispute concerning parliamentary procedures governing the conduct of meetings of the Authority, the most current edition of *Roberts Rules of Order* shall govern.

Section 1.7. Conflict of Interest. No director shall take any official action with regard to any matter in which the director knows or should know that he or she has a direct or indirect monetary interest unless such interest or involvement is disclosed in advance to the Directors of the Authority and is recorded in the minutes of the Authority. A director having a “substantial interest or involvement” (defined as any interest or involvement which reasonably may be expected to result in a direct financial benefit to such director as determined by the Authority) may not be present at that portion of an Authority meeting during which discussion of the matter is conducted and no director having a substantial interest or involvement may participate in any decision of the Authority relating to such matter.

Section 1.8. Recommendation of Members. Prior to the expiration of the term of any director of the Authority, the Chairman may appoint two persons who are not Directors of the Authority, but who meet the qualifications to be Directors under Section (a) of the Downtown Development Authority Law (O.C.G.A. § 36-42-7(a)), to compile and submit to the Mayor and City Council of the City of Peachtree Corners names of potential Directors for the Mayor and City Council’s consideration.

## ARTICLE II OFFICERS

### Section 2.1. Officers.

(a) *Officers*. The officers of the Authority shall consist of a Chairman, a Vice Chairman, a Secretary and a Treasurer, and such other officers and assistant officers as the Directors may from time to time elect or appoint. The office of Secretary and Treasurer may be held simultaneously by the same person. The Secretary and the Treasurer may but need not be, a Director.

(b) *Election and Term*. The officers shall be elected by the Directors from among the members of the Directors. The Directors shall elect officers at the last meeting of the Directors in each year, and each officer shall hold office for a term of one year and until his or her successor has been elected or until his or her earlier resignation, removal from office or death.

(c) *Chairman and Vice Chairman.* The Chairman will act as the chief officer of the Directors and the Authority. The Chairman shall preside at all meetings of the Directors. The Chairman will provide leadership in helping carry out the basic mission, goals and objectives of the Authority. The Chairman may take any action required or permitted by law to be taken by a president of a corporation. The Chairman shall perform such other duties as from time to time may be assigned to him or her by the Directors. The Vice Chairman shall, in the absence of the Chairman or at his or her request, preside at annual, regular and special meetings of the Directors and perform any and all other duties and exercise any and all other powers and authority of the Chairman.

(d) *Secretary.* The Secretary shall: (i) keep the minutes of each meeting of the Directors; (ii) have custody of the seal of the Authority; (iii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iv) be custodian of and authenticate the corporate records of the Authority; and (v) perform such other duties as from time to time may be assigned to him or her by the Directors.

(e) *Treasurer.* The Treasurer shall: (i) be the financial officer of the Authority; (ii) provide for the receipt, deposit and disbursement of all moneys of the Authority, subject to such regulations as may be established from time to time by the Directors; (iii) provide for the maintenance of accurate books and records of account; (iv) make reports of the finances of the Authority annually and whenever requested by the Directors; (v) assist in the preparation of annual budgets for the Authority; and (vi) perform such other duties as from time to time may be assigned to him or her by the Directors.

Section 2.2. Election. The Authority shall hold a meeting every other year on the date of the first regular meeting in March for the purpose of electing new officers. Notice of the time and place of such meeting shall be given by the retiring Chairman.

Section 2.3. Term and Removal. All officers serve at the discretion of the Directors and any officer may be removed from office, either with or without cause, at any time, by the affirmative vote of the majority of the Directors. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Directors for the unexpired portion of the term. Resignations shall be submitted in writing to the Chairman.

Section 2.4. Powers. The powers and duties of the officers shall be as provided by resolution or other directive of the Directors. In the absence of such provisions, respective officers shall have the powers and shall discharge the duties customarily and usually held and performed by like officers of authorities similar in organization and purpose to this Authority.

### ARTICLE III FISCAL YEAR

Section 3.1. Time. The fiscal year of the Authority shall begin on the first day of July of each year and end on the last day of June of each year.

Section 3.2. Annual Meetings. The annual meeting of the Authority shall be held on the date of the first regular meeting in March of each year. Notice of the time and place of such meeting shall be given by the Chairman.

Section 3.3. Annual Audit. The Treasurer shall cause to be made an annual audit of the books of the Authority, which may be performed by the firm that audits the books of the City of Peachtree Corners, and shall present such audit to the Directors of the Authority. A copy of the audit shall be filed with the State Auditor, if necessary, to comply with the Local Government Financial Management Standards Act (Georgia Laws, 1980, p. 1738).

#### ARTICLE IV CORPORATE SEAL

Section 4.1. Seal. The Seal of the Authority shall consist of an impression bearing the name "Downtown Development Authority of the City of Peachtree Corners" around the perimeter and the word "SEAL" and the year of activation in the center thereof. In lieu thereof, the Authority may use an impression or writing bearing the word "SEAL" enclosed in parentheses or scroll, which shall also be deemed the Seal of the Authority.

#### ARTICLE V DEPOSITORIES

Section 5.1. Depositories. The Authority shall from time to time provide by resolution for the establishment of depositories for funds of the Authority.

#### Article VI CONTRACTS, CHECKS DEPOSITS, FUNDS AND RECORDS

Section 6.1 Contracts. The Directors may authorize any officer or officers, agent or agents of the Authority, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Authority. Such authority must be in writing and may be general or confined to specific instances.

Section 6.2 Checks, Drafts, Notes. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Authority shall be signed by such officer or officers, agent or agents, of the Authority and in such other manner as may from time to time be determined by resolution of the Directors. In the absence of such determination by the Directors, such instruments shall be signed by the Chairman or the Treasurer.

Section 6.3 Deposits. All funds of the Authority shall be deposited from time to time to the credit of the Authority in such banks, trust companies or other depositories as the Directors may select.

Section 6.4 Records. The records of the Authority shall be subject to the open records laws.

ARTICLE VII  
AMENDMENTS

Section 7.1. Amendments. The by-laws of the Authority may be altered, amended, or repealed, and new by-laws not inconsistent with any laws of the State of Georgia creating this Authority may be adopted by affirmative vote of a majority of the Directors then holding office, at any regular or special meeting of the Directors.

ARTICLE VIII  
COMMUNICATIONS

Section 8.1. Communications. Information regarding the business of the Authority may be distributed to its Directors and officers electronically via e-mail. Any director who elects not to receive information through e-mail shall be provided information through other methods, such as courier delivery or postal service.